

In view of the extensive media services in the overlap area, no undue concentration of economic or media control, or adverse effect on programming diversity, will result from grant of a temporary waiver of the Commission's Rules. In this regard, it is also noted that Macon and Gordon, GA are distinct communities. Each are recognized by the U.S. Census Bureau and each contain their own radio stations, cable facilities, and newspapers. Furthermore, as Quality has previously stated, Station WNEX and Station WBNM will operate as separate facilities during the temporary waiver period and the separate identities of the two stations will continue to be maintained.

In light of the above, it is clear that a waiver would not, in this case, compromise the fundamental policy served by Section 73.3555 of the Commission's Rules. In addition, the public interest would be served by grant of this request. As Quality has already indicated, Station WNEX has financially struggled and lost money for several years. Although the current licensee has tried to sell the station previously, no other buyers were forthcoming. Thus, absent the current transaction for the sale of the station to Quality, it is apparent that Station WNEX would have eventually gone dark. Thus, approval of the pending application and the waiver request contained therein will enable the continued operation of Station WNEX.

Exhibit E
 Engineering Statement In Re:
 Other Services in Overlap Area
 Created by 5.0 mV/m Contours for WNEX(AM) and WBNM(AM)
 Prepared on Behalf of Quality Broadcasting, Inc.

Introduction

Quality Broadcasting, Inc. ("QBI") is the licensee for WBNM(AM), serving Gordon, GA on 1120 kHz with 10 kW NDD, 2.5 kW (FCC File No. BL-860121AC). QBI is seeking authorization to acquire WNEX(AM) serving Macon, GA on 1400 kHz with 1.0 kW (FCC File No. BL-8419). WBNM and WNEX are 16.5 km apart. The 5.0 mV/m daytime contours cover an overlapping area of 706 square kilometers. In this overlap area there are numerous AM, FM, and TV services.

AM Services in 5.0 mV/m Overlap Area

Within the overlap area, all of the area receives 0.5 mV/m service from at least six other AM stations. In the majority of the area there are nine other AM services with 0.5 mV/m or better service. The stations which provide service to some portion or all of the overlap area (excluding WNEX and WBNM) are:

WDDO	Macon, GA	1240 kHz	U IV	1.0 kW	U	ND1
WBML	Macon, GA	900 kHz	U II	2.0 kW	D	ND1
FCC File No. BL-880209AG						
WDEN	Macon, GA	1500 kHz	D II	1.0 kW	D	NDD
WIBB	Macon, GA	1280 kHz	U III	5.0 kW	D	ND1
WMAZ	Macon, GA	940 kHz	U II	50.0 kW	D	DAN
FCC File No. BL-811221AB						
WRCC	Warner-Robins, GA	1600 kHz	U III	1.6 kW	D	DAN
FCC File No. BL-851003AA						
WCOP	Warner-Robins, GA	1350 kHz	U III	5.0 kW	D	DAN
FCC File No. BL-860701AA						
WXKO	Fort Valley, GA	1150 kHz	U III	1.0 kW	D	ND1
WMVG	Milledgeville, GA	1450 kHz	U IV	1.0 kW	U	ND1
FCC File No. BL-810727AJ						
WPGA	Perry, GA	980 kHz	U III	5.0 kW	D	ND1
FCC File No. BL-891124AE						

FM Services in 5.0 mV/m Overlap Area

Within the overlap area, all of the area receives 1.0 mV/m service from at least five FM stations (excluding WRMW). In the majority of the area there are six FM services (excluding WRMW) with 1.0 mV/m or better service. The stations which provide service to some portion or all of the overlap area are:

WDEN-FM	Macon, GA	Ch. 287C1	BLH-811130AI
WPEZ	Macon, GA	Ch. 300C1	BLH-890221KA
WAYS	Macon, GA	Ch. 256C1	BLH-860106KC
WQBZ	Fort Valley, GA	Ch. 292A	BLH-851118KG
WWST(CP)	Jeffersonville, GA	Ch. 229A	BPH-880602ND
WVPI(CP)	Macon, GA	Ch. 222A	BPH-880421MD
WFXM(CP)	Forsyth, GA	Ch. 261A	BMPH-901029ID

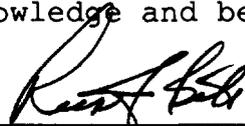
TV Services in 5.0 mV/m Overlap Area

Within the overlap area, all of the area receives Grade B or better service from at least four TV stations. Some areas receive as many as six, however, almost half of the area receives five TV stations. The stations which provide service to some portion or all of the overlap area are:

WJSP-TV	Columbus, GA	Ch. 28	5000 kW	BLET-901022KE
WDCO-TV	Cochran, GA	Ch. 29	5000 kW	BLET-900608KE
WMGT-TV	Macon, GA	Ch. 41	1050 kW	BLCT-1857
New (CP)	Perry, GA	Ch. 58	759 kW	BPCT-870317KI
WHSB	Monroe, GA	Ch. 63	5000 kW	BLCT-910304KF
WGNM	Macon, GA	Ch. 64	51.3 kW	BLCT-901130KF

Certification

The preceding material for Quality Broadcasting, Inc. was prepared by me or under my direction. All calculations, graphs, contours, and other technical data have been determined in accordance with the existing Rules and Regulations of the Federal Communications Commission. I am a professional engineer registered in the District of Columbia and the Commonwealth of Virginia. My qualifications as an expert in radio engineering are a matter of record with the Federal Communications Commission. Under penalty of perjury, I state that the materials contained herein are true and correct to the best of my knowledge and belief.



Richard L. Biby
Registered Professional Engineer
District of Columbia Reg. No. 5710E
Commonwealth of Virginia Reg. No. 014018

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM



FCC/MELLON JUL 22 1991

07-22-91 8350616 001

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

MACON BROADCASTING COMPANY

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)

2254 Rogers Place

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)

CITY

Macon

STATE OR COUNTRY (if foreign address)

GA

ZIP CODE

31204

CALL SIGN OR OTHER FCC IDENTIFIER (if applicable)

WNEX

JUL 24 1991

AM BRANCH

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	FOR FCC USE ONLY																				
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FOR FCC USE ONLY																							

SECTION II

To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	FOR FCC USE ONLY									
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ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.			<table border="1"> <tr> <th>TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING</th> </tr> <tr> <td>\$ 565.00</td> </tr> </table>	TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	\$ 565.00							
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565.00												

INSTRUCTIONS FOR COMPLETING FEE PROCESSING FORM, FCC FORM 155, May 1990

- (1) **"Applicant Name"** - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted with this Fee Processing Form. If company, enter name which is used commercially.
- (2) **"Mailing Address (Line 1)"** - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) **"Mailing Address (Line 2)"** - This line may be used for further identification of the address if additional space is required.
- (4) **"City"** - Enter the name of the city associated with the given street address.
- (5) **"State or Country"** - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) **"ZIP Code"** - Enter the appropriate five or nine-digit ZIP code prescribed by the U.S. Postal Service.
- (7) **"Call Sign or Other FCC Identifier"** - Enter an applicable call sign or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) **Column (A), "Fee Type Code"** - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) **Column (B), "Fee Multiple"** - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this would be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) **Column (C), "Fee Due For Fee Type Code in Column (A)"** - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (x) the fee multiple, if required).
- (11) **"Total Amount Remitted With This Application or Filing"** - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

o Each application or filing should be assembled with the Fee Processing Form stapled to the top of the application with the check placed on top of the Fee Processing Form. DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM. Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. A copy of an application or filing submitted for receipt purposes only should be placed at the bottom of the submission. Extraneous material and extra copies should be avoided at all times. Failure to abide by these instructions will delay the processing of your submission.

o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. Applications and filings which are properly addressed to the appropriate P.O. box number may also be hand delivered to the following address. Applications received before midnight on a normal business day will receive that day's date as the receipt date. Deliveries made after midnight on Fridays will not be "officially" receipted until the next Monday. Applications received on weekends and government holidays are dated the next regular business day.

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Rm. 153-2713
Pittsburgh, Pennsylvania 15250-0001
(Attention: Wholesale Lockbox Shift Supervisor)

o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.

o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.

REMEMBER

o A separate completed Fee Processing Form is required with each application or filing except in certain circumstances. Please refer to the appropriate Fee Filing Guide for additional information.

o A wrong Fee Type Code or incorrect remittance may result in your application or filing being returned without processing, or result in the dismissal of your application or filing. Please ensure that FEE TYPE CODES are correct and that your check or money order equals the amount shown in the TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING block before submitting your application or filing.

o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission, for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0440), Washington, DC 20503.

**ORIGINAL
FCC COPY**

GARDNER, CARTON & DOUGLAS

1301 K STREET, N.W.
SUITE 900, EAST TOWER
WASHINGTON, D.C. 20005
(202) 408-7100
FACSIMILE: (202) 289-1504

WRITER'S DIRECT DIAL NUMBER
M. Scott Johnson
(202) 408-7122

CHICAGO, ILLINOIS

July 22, 1991

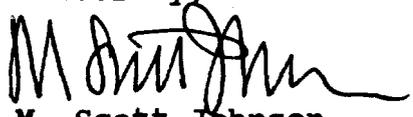
Federal Communications Commission
Mass Media Services
P.O. Box 358350
Pittsburgh, PA 15251-5350

Re: Application for Assignment of
Station WNEX(AM)
Macon, GA

Dear Sir/Madam:

Transmitted herewith, on behalf of Quality Broadcasting, Inc., is an original and two (2) copies of an Application for Consent to Assignment of Station WNEX(AM) at Macon, GA. Also enclosed herewith is the required filing fee in the form of a check made payable to the Federal Communications Commission in the amount of Five Hundreded and Sixty-Five Dollars (\$565).

Should any questions arise with respect to this matter, please contact this office.

Sincerely,

M. Scott Johnson

MSJ/df
Enclosures

68193/001
F:\MSJ\LTR\13237.1

Commission Use Only

File No. BAL-910722EA

United States of America
Federal Communications Commission
Washington, D.C. 20554

Approved by OMB
3060-0031
Expires 6/30/89

FCC/MELLON JUL 22 1991

APPLICATION FOR CONSENT TO ASSIGNMENT OF BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE
(Carefully read instructions before filling out form — RETURN ONLY FORM TO FCC)

Section I

GENERAL INFORMATION

Part I — Assignor

1. Name of Assignor

Macon Broadcasting Company

Street Address

City

2254 Rogieris Place Macon

State

Zip Code

Telephone No.

(include area code)

GA

31204

2. Authorization which is proposed to be assigned

(a) Call letters

Location

WNEX

Macon, GA

(b) Has the station commenced its initial program tests within the past twelve months?

YES NO

If yes, was the initial construction permit granted after comparative hearing?

YES NO
N/A

If yes, attach as Exhibit No. N/A the showing required by Section 73.3597.

3. Call letters of any Remote Pickup, STL, SCA, or other stations which are to be assigned:

4. Is the information shown in assignor's Ownership Reports (FCC Form 323 or 323-E) now on file with the Commission true and correct as of this date? YES NO

If No, attach as Exhibit No. _____ an Ownership Report supplying full and up-to-date information.

5. Attach as Exhibit No. 1 a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach.

6. State in Exhibit No. None whether the assignor, or any partner, officer, director, member of the assignor's governing board or any stockholder owning 10% or more of the assignor's stock: (a) have any interest in or connection with an AM, FM or television broadcast station; or a broadcast application pending before the FCC; or (b) has had any interest in or connection with any dismissed and/or denied application; or any FCC license which has been revoked.

The Exhibit should include the following information: (i) name of party with such interest; (ii) nature of interest or connection, giving dates; (iii) call letters or file number of application; or docket number; (iv) location.

Part I—Assignor

7. Since the filing of the assignor's last renewal application for the authorization being assigned, or other major application, has an adverse finding been made, a consent decree been entered or adverse final action been approved by any court or administrative body with respect to the assignor or any partner, officer, director, member of the assignor's governing board or any stockholder owning 10% or more of assignor's stock, concerning any civil or criminal suit, action or proceeding brought under the provisions of any federal, state, territorial or local law relating to the following: any felony; lotteries; unlawful restraints or monopolies; unlawful combinations; contracts or agreements in restraint of trade; the use of unfair methods of competition; fraud; unfair labor practices; or discrimination? YES NO

If Yes, attach as Exhibit No. _____ a full description, including identification of the court or administrative body, proceeding by file number, the person and matters involved, and the disposition of litigation.

Section I

GENERAL INFORMATION

Part II - Assignee

1. Name of Assignee Quality Broadcasting, Inc.*

Street Address (or other identification)

City

300 Galleria Parkway, #650 Atlanta

State

Zip Code

Telephone No.

(Include area code)

GA

30339

(404) 933-5500

2. Does the contract submitted in response to Question 5, Part I of Section I embody the full and complete agreement between the assignor and assignee? YES NO

If No, explain in Exhibit No. _____

Section II

ASSIGNEE'S LEGAL QUALIFICATIONS

1. Assignee is:

- an individual, a general partnership, a limited partnership, a corporation, other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. N/A the nature of the applicant.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

YES NO

- 3. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? YES NO
(b) Will any funds, credit, etc., for construction, purchase or operation of the station be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents? YES NO

If Yes, provide particulars as Exhibit No. _____

* Copies to:

M. Scott Johnson, Esq.
Gardner, Carton & Douglas
1301 K Street, N.W., #900-East
Washington, D.C. 20005

ASSIGNEE'S LEGAL QUALIFICATIONS

- 4. (a) Has an adverse finding been made, adverse final action taken or consent decree approved by any court or administrative body as to the applicant or any party to the application in any civil or criminal proceeding brought under the provisions of any law related to the following: any felony, antitrust, unfair competition, fraud, unfair labor practices, or discrimination? YES NO
-

- (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in 4.(a)? YES NO
-

If the answer to (a) or (b) above is Yes, attach as Exhibit No. N/A, a full disclosure concerning the persons and matters involved, identifying the court or administrative body and the proceeding (by dates and file numbers), stating the facts upon which the proceeding was based or the nature of the offense committed, and disposition or current status of the matter. Information called for by this question which is already on file with the Commission need not be refiled provided: (1) the information is now on file in another application or FCC form filed by or on behalf of the assignee; (2) the information is identified fully by reference to the file number (if any), the FCC form number, and the filing date of the application or other form containing the information and the page or paragraph referred to; and (3) after making the reference, the assignee states, "No change since date of filing."

TABLE I PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the assignee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d), state as to each general or limited partner (including silent partners) (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or owner interest except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. §80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)
		YES	NO	
(a)	(b)	(c)		(d)
James T. McAfee, Jr. 5265 Riverview Road, N.W. Atlanta, GA 30327	President	XX		100% (VS)
James T. McAfee, III 20 Hedgerow Place Jackson, TN 30305	Secretary/Treasurer	XX		---
Anne Mullendore 5005 Wellington Drive Macon, GA 31210	Vice President		XX	---
Walter H. Bush, Jr. P.O. Box 6497 Macon, GA 31208-6497	Assistant Secretary		XX	---

ASSIGNEE'S LEGAL QUALIFICATIONS

TABLE I (cont'd)

PARTIES TO APPLICATIONS

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)
		YES	NO	
(a)	(b)	(c)		(d)

ASSIGNEE'S LEGAL QUALIFICATIONS

YES NO

5. (b) Does the applicant or any party to this application, own or have any interest in a daily newspaper or cable television system? YES NO
- (c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? YES NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. N/A, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

- (a) an AM, FM or TV broadcast station? YES NO
- (b) a broadcast application pending before the FCC? YES NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

- (a) an application which has been dismissed with prejudice by the Commission? YES NO
- (b) an application which has been denied by the Commission? YES NO
- (c) a broadcast station, the license which has been revoked? YES NO
- (d) an application in any Commission proceeding which left unresolved character issues against the applicant? YES NO
- (e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. A, the following information: YES NO

- (i) Name of party having such interest;
- (ii) Nature of interest or connection, giving dates;
- (iii) Call letters of stations or file number of application, or docket number;
- (iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? YES NO
- (b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? YES NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. B, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

OWNERSHIP AND CONTROL

YES NO

- 9. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

YES NO

If Yes, provide particulars as Exhibit No. N/A

- 10. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission (pursuant to 47 U.S.C. 310(d)) will be obtained?

YES NO

If No, attach as Exhibit No. N/A a full explanation.

Section III

ASSIGNEE'S FINANCIAL QUALIFICATIONS

- 1. The applicant certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the facilities for three months.
- 2. The applicant certifies that: (a) it has a reasonable assurance of a present firm intention for each agreement to furnish capital or purchase capital stock by parties to the application, each loan by banks, financial institutions or others, and each purchase of equipment on credit; (b) it can and will meet all contractual requirements as to collateral, guarantees, and capital investment; (c) it has determined that all such sources (excluding banks, financial institutions and equipment manufacturers) have sufficient net liquid assets to meet these commitments.

YES NO

YES NO

SECTION IV

ASSIGNEE'S PROGRAM SERVICE STATEMENT

FOR AM AND FM APPLICANTS

1. Attach as Exhibit No. C a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.
 - A. State in Exhibit No. _____ the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
 - B. Describe in Exhibit No. _____ the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
 - C. List in Exhibit No. _____ typical and illustrative programs or program series (*excluding Entertainment and News*) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (*see definitions in instructions*). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	_____	_____	_____
PUBLIC AFFAIRS	_____	_____	_____
ALL OTHER PROGRAMS (<i>Exclusive of Sports and Entertainment</i>)	_____	_____	_____
LOCAL PROGRAMMING	_____	_____	_____

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: _____
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (5 p.m. to 10 p.m. Central and Mountain Times): _____
 - (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: _____
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Question 4 and 5 above to be exceeded.

SECTION V

ASSIGNEE'S EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

YES NO

1. Does the applicant propose to employ five or more fulltime employees?

YES NO

If the answer is Yes, the applicant must include an EEO program called for in the Model EEO Program. (FCC Form 396-A).

SECTION VI

Part I — Assignor

ASSIGNOR'S CERTIFICATION

1. Has or will the assignor comply with the public notice requirement of Section 73.3580 of the Rules? YES NO

The **ASSIGNOR** acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The **ASSIGNOR** represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.85 of the Commission's Rules, the **ASSIGNOR** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

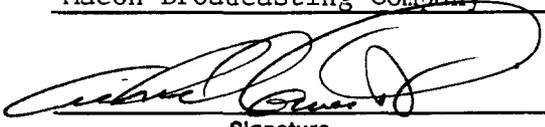
**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT
U.S. CODE, TITLE 18, Section 1001**

I certify that the assignor's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 19th day of July, 19 91

Macon Broadcasting Company

Name of Assignor



Signature



Title

SECTION VI

Part II — Assignee

ASSIGNEE'S CERTIFICATION

The **ASSIGNEE** hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The **ASSIGNEE** acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The **ASSIGNEE** represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the **ASSIGNEE** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

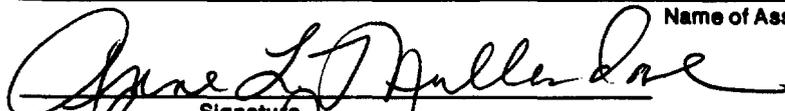
**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.**

I certify that the assignee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 19th day of July 19 91

Quality Broadcasting, Inc.

Name of Assignee



Signature



Title

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 95-579, DECEMBER 31, 1974, 5 U.S.C. 552(e)(3) AND THE PAPERWORK REDUCTION ACT P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

FCC Form 314
Assignor
Exhibit 1

Asset Purchase Agreement

ASSET PURCHASE AGREEMENT

This Agreement made and entered into this the 19th day of ~~June~~ ^{July}, 1991, by and between Macon Broadcasting Company, a Georgia Corporation ("Seller"), and Quality Broadcasting, Inc., a Georgia Corporation ("Buyer").

W I T N E S S E T H:

WHEREAS, Seller is the owner of the physical assets of AM Radio Station WNEX and also holds a certain radio license (the "License") issued by the Federal Communications Commission (the "Commission") to operate AM Radio Station WNEX; and,

WHEREAS, Seller desires to sell, transfer and assign such assets and the License to Buyer; and,

WHEREAS, the License may not be assigned to Buyer without the prior written consent of the Commission;

NOW, THEREFORE, in consideration of the covenants and agreements herein set forth and in reliance upon the representations and warranties contained herein, the parties agree as follows:

(1) DEFINITION. As used herein, the following terms have the following meanings:

(1a) The Station means AM Radio Station WNEX.

(1b) Assignment Application means the application which the parties hereto will join in and file with the Commission requesting its written consent to the assignment of the License for the Station from Seller to Buyer.

(1c) Final Order means action by the Commission granting its consent and approval to the assignment of the

License to Buyer, with respect to which no action, request for stay, petition for rehearing or reconsideration, or appeal is pending, and as to which the time for filing any such request, petition, or appeal has expired.

(1d) Closing Date means the tenth business day after the Final Order referred to in (1c), or such other date as the parties may agree upon.

(2) PURCHASE AND SALE OF ASSETS.

(2a) Conveyance of Assets. On the Closing Date, Seller will sell, transfer, assign and convey to Buyer by instruments of conveyance in form satisfactory to Buyer the following assets:

(1) The License and its right, title, and interest in and to the call letters WNEX.

(2) All of the physical assets, machinery, equipment and tangible personal property listed in Schedule 1 free and clear of all liens, claims and encumbrances.

(3) The real property, including improvements thereon and fixtures thereto, listed in Schedule 2, (collectively, hereinafter the "Station Property") free and clear of all liens, claims and encumbrances.

(4) All pertinent files, records, documents and logs pertaining to the Station or its operation in the possession of Seller.

(5) All contracts listed in Schedule 3.

(2b) Purchase Price and Method of Payment. The purchase price for the assets acquired hereunder shall be Two

Hundred Thousand Dollars (\$200,000.00), \$5,000.00 of which shall be payable by Buyer to Seller for the License, \$185,000.00 of which shall be payable by Buyer to Seller for the assets described in Schedule 1 and \$10,000.00 of which shall be payable by Buyer to Seller for the assets described in Schedule 2, as follows:

(1) Five Thousand Dollars (\$5,000.00) to be paid to Seller at the execution hereof as a good faith deposit.

(2) One Hundred Ninety Five Thousand (\$195,000.00) in cash payable to Seller at Closing.

(2c) Assumption of Liabilities. Buyer shall not assume and shall not be obligated to pay any of the liabilities and obligations of Seller, [except liabilities and obligations arising or accruing on or after the Closing Date with respect to contracts to be assigned to Buyer pursuant to 2a(5)], and Seller agrees to indemnify and hold harmless Buyer and its successors and assigns from and against all such liabilities in accordance with the terms and conditions of 6g(1).

(2d) Adjustments. All continuing items, if any, such as power and utilities charges, real and personal property taxes, quantity and frequency discounts and allowances, Commission annual license fees, and rents and payments pertaining to the contracts being assigned hereunder shall be prorated between Seller and Buyer as of the Closing Date. Contractual arrangements that do not reflect an equal rate of compensation to the Station over the term of the agreement shall

be equitably adjusted as of the Closing Date. The prorations and adjustments hereunder shall be made and paid insofar as feasible on the Closing Date, with a final settlement thirty (30) days after the Closing Date.

(3) REPRESENTATIONS AND WARRANTIES OF SELLER. Seller represents and warrants that:

(3a) Organization and Capitalization of Seller.

(1) Seller is a corporation duly organized, validly existing and in good standing under the laws of Georgia.

(2) Seller has the corporate power to own the properties used in the operation of the Station, to lease the properties held by it under lease and used in the operation of the station, and to carry on the business of the Station as now being conducted except for holding title to the License.

(3b) Due Authorization by Seller. The execution and delivery of this Agreement and the performance of the transactions contemplated hereby have been duly authorized and approved by all necessary corporate action of Seller, Seller has full corporate power to enter into and to perform this Agreement and the transactions contemplated hereby, and this Agreement constitutes a valid and binding Agreement of Seller enforceable in accordance with its terms.

(3c) The License. Seller, as of the Closing Date, will be the holder of the License. The License constitutes all of the licenses and authorizations required for and/or used in the operation of the Station as now or previously operated, and the License is in full force and effect unimpaired by any act of

Seller. There is not to the knowledge of Seller now pending or threatened any action by the Commission to revoke, cancel, suspend, modify, or refuse to renew the License, and Seller is in full compliance with the License. There is not now issued or outstanding, or, to the knowledge of Seller, threatened any notice of violation or material complaint against Seller with respect to the Station. Seller has no knowledge that any person intends to contest renewal of the License.

(3d) Real Property. Seller is the owner of and has good and marketable title in fee simple to all of the real estate listed in Schedule 2, free and clear of all liens, claims and encumbrances other than the lien for current property taxes not in default and any easements which do not impair Buyer's intended use of the real estate.

(3e) Personal Property. Seller is the owner of and has good and marketable title to all of the physical assets, machinery, equipment and tangible personal property listed in Schedule 1, free and clear of all liens, claims and encumbrances.

(3f) Contracts. The contracts listed in Schedule 4 constitute all of the material contracts to which Seller is a party and which are required to conduct the business of the Station as it is presently being conducted. With respect to each contract listed in Schedule 3, (i) a true and correct copy of such contract has heretofore been delivered to Buyer, (ii) such contract is in full force and effect, (iii) Seller is not in default under such contract and knows of no default by any